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- and -

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Counsel to the Liquidating Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

| | |
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| -----x | |
| In re: | : |
| | : |
| CIRCUIT CITY STORES, INC., <u>et al.</u> , | : |
| | : |
| Debtors. | : |
| | : |
| -----x | |

Chapter 11
Case No. 08-35653 (KRH)
Jointly Administered

**SECOND ORDER REGARDING LIQUIDATING TRUST'S FOURTH
OMNIBUS OBJECTION TO LANDLORD CLAIMS
(REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
AND DISALLOWANCE OF CERTAIN INVALID CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Fourth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims and Disallowance of Certain Invalid Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibits C and D attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a status conference on August 22, 2011 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2011

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Paula S. Beran
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300

- and -

PACHULSKI STANG ZIEHL & JONES LLP
Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
(310) 277-6910

- and -

PACHULSKI STANG ZIEHL & JONES LLP
Robert J. Feinstein, Esq.
780 Third Avenue, 36th Floor
New York, New York 10017
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, et al.

Case No. 08-35653 (KRH)

**Exhibit A to Second Order Regarding Liquidating Trust's Fourth Omnibus Objection to Landlord Claims
Alphabetic Listing of Claims for Which Status Conference Will Take Place on August 22, 2011 at 2:00 p.m.**

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| 13630 Victory Boulevard LLC Attn: Gail B. Price SBN 185968 Bronwen Price 2600 Mission St. Ste 206 San Marino, CA 91108 | 13691 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Abercorn Common LLP c/o Catherine Harrison King Miller & Martin PLLC 1170 Peachtree St. NE, Ste. 800 Atlanta, GA 30309-7706 | 12682 | Exhibit C Reduction of Certain Partially Invalid Claims |
| AMHERST VF LLC ATTN MEI CHENG C/O VORNADO REALTY TRUST 210 RTE 4 E PARAMUS, NJ 07652 | 12697 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Amherst VF LLCVornado Realty Trust 210 Rte 4 E Paramus, NJ 07652 | 13910 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Bank of America National Association as Successor by Merger to LaSalle Bank National Association as Trustee for the Registered Holders of the Morgan Stanley Capital Inc Commercial Mortgage Pass Through Certificates Series 1997 C1 c/o Capmark Finance Inc Joseph Orsatti 116 Welsh Road Horsham, PA 19044 | 12152 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Basser Kaufman 312 LLC Attn James S Carr EsqRobert L LeHane Esq Kelley Drye & Warren LLP 101 Park AveNew York, NY 1078 | 12507 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Cardinal Capital Partners Inc. & 680 S. Lemon Ave. Co. LLC c/o Niclas A. Ferland Esq. LeClairRyan A Professional Corporation 555 Long Wharf Dr. 8th Fl. New Haven, CT 06511 | 12169 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|--|-------|---|
| Cardinal Capital Partners Inc. and 680 S. Lemon Ave. Co. Attn: Christopher L. Perkins c/o LeClairRyan A Professional Corporation 951 East Byrd St. 8th Fl. Richmond, Florida 23219 | 13135 | Exhibit C Reduction of Certain Partially Invalid Claims |
| CC Hamburg NY Partners LLC Mark B Conlan Esq Gibbons PC 1 Gateway Ctr Newark, NJ 07102-5310 | 12818 | Exhibit C Reduction of Certain Partially Invalid Claims |
| CC-Investors Trust 1995-1 Attn: Arina Meeuwsen 5500 Interstate N. Parkway Suite 600 Atlanta, Georgia 30328 | 12712 | Exhibit C Reduction of Certain Partially Invalid Claims |
| CC-Investors Trust 1995-1 Attn: Arina Meeuwsen 5500 Interstate N. Parkway Suite 600 Atlanta, Georgia 30328 | 13882 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Bakersfield Commons Bakersfield CA c/o David L. Pollack Esq. Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103 | 12555 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Commons at Chancellor Charlotte NC c o David L PollackBallard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103 | 8094 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Esplande Shopping Center Oxnard CA c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103 | 12634 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| Centro Properties Group ta Esplande Shopping Center Oxnard CA c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103 | 12639 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Innes Market Salisbury NC c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103 | 12581 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Innes Market Salisbury NC c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103 | 12582 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Montebello Plaza Montebello CA c/o David L. Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103 | 12638 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Montebello Plaza Montebello, CA c/o David L. Pollack Esq. Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103 | 12754 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Centro Properties Group ta Venture Point Duluth GA c/o David L Pollack EsqBallard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103 | 8089 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| Centro Properties Group ta Venture Point Duluth GA c/o David L PollackBallard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103 | 8490 | Exhibit C Reduction of Certain Partially Invalid Claims |
| CMAT 1999 C2 Bustleton Avenue Limited Partnership c/o Mindy A. Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S. Biscayne Blvd., Ste. 2500 Miami, FL 33131 | 12078 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Compton Commercial Redevelopment Company Store No. 422 c/o Katten Muchin Rosenman LLP Thomas J. Leanse Esq. 2029 Century Park East 26th Fl. | 14351 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Corre Opportunities Fund, L.P. 1370 Avenue of the Americas, 29" Floor New York, NY 10019 Attn: Claims Processing (Bankruptcy) | 12490 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Corre Opportunities Fund, L.P. 1370 Avenue of the Americas, 29" Floor New York, NY 10019 Attn: Claims Processing (Bankruptcy) | 12487 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Giant Eagle Inc c/o Darlene M Nowak Esq Marcus & Shapira LLP 35th Fl 1 Oxford Ctr Pittsburgh, PA 15219 | 13017 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Giant Eagle Inc Darlene M Nowak Esq Marcus & Shapira LLP One Oxford Ctr 35th Fl 301 Grant St Pittsburgh, PA 15219 | 14019 | Exhibit C Reduction of Certain Partially Invalid Claims |
| GREECE RIDGE LLC c o THOMAS W DANIELS ESQWILMORITE MANAGEMENT GROUP LLC 1265 SCOTTSVILLE RDROCHESTER , NY 14624 | 12764 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| Iannucci Development Corporation as Successor to Iannucci & Son Construction Company Inc Stephen P Wright Esq Harlow Adams & Friedman PC300 Bic Dr Milford, CT 06461 | 14049 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Iannucci Development Corporation 37 Hermitage LN Haven, CT 06473 | 12327 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland American Chesapeake Crossroads LLC c/o Bert Bittournia, Esq. Inland American Retail Management LLC Inland Real Estate Group 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12720 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland American Oklahoma City Penn LLC Attn: Karen C. Bifferato and Kelly M. Conlan The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807 | 12092 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland American Retail Management LLC Attn: Karen C. Bifferato and Kelly M. Conlan The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807 | 14955 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Southwest Management LLC Attn: Karen C. Bifferato and Kelly M. Conlan Connolly Bove Ldge & Hutz., LLP The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807 | 14936 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western Austin Southpark Meadows II LP Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12830 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|--|
| Inland Western Avondale McDowell LLC Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 9725 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western Cedar Hill Pleasant Run Limited Partnership c/o Bert Bittourna, Esq. Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12644 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western College Station Gateway LP c/o Bert Bittourna, Esq. Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12082 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western Houma Magnolia LLC Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12643 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western Lake Worth Towne Crossing LP Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12829 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western San Antonio HQ LP Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12646 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western Southlake Corners LP Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12828 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Inland Western Sugar Land Colony LP Inland Real Estate Group Inland Southwest Management LLC 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523 | 12831 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| KIR Piers LP Attn Neil E Herman Esq c o Morgan Lewis & Bockius LLP 101 Park Ave New York, NY 10178 | 11951 | Exhibit C Reduction of Certain Partially Invalid Claims |
| MB Keene Monadnock LLC c/o Bert Bittoluma, Esq. Inland Real Estate Group 2901 Butterfield Rd. 3rd Flr Oak Brook, IL 60523 | 12744 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Midland Loan Services Inc c o Katharine BattaiaThompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201 | 8362 | Exhibit C Reduction of Certain Partially Invalid Claims |
| PR Christiana LLC c/o Jeffrey Kurtzman Esq Klehr Harrison Harvey Branzburg & Ellers LLC 260 S Broad St Philadelphia, PA 19102 | 12120 | Exhibit C Reduction of Certain Partially Invalid Claims |
| PR Christiana LLC c/o Jeffrey Kurtzman Esq Klehr Harrison Harvey Branzburg & Ellers LLC 260 S Broad St Philadelphia, PA 19102 | 46 | Exhibit D Invalid Claims to be Expunged |
| Pratt Center LLC Valley Corners Shopping Center LLC Amy Pritchard Williams, Esq. K&L Gates LLP Hearst Tower, 47th Fl. 214 N Tyron St. Charlotte, NC 28202 | 12524 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Pratt Center LLC Valley Corners Shopping Center LLC Amy Pritchard Williams, Esq. K&L Gates LLP Hearst Tower, 47th Fl. 214 N Tyron St. Charlotte, NC 28202 | 14358 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Regency Centers LP Attn: James S. Carr Esq. & Robert L. LeHane Esq Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178 | 12794 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| Regency Centers LP Attn: Randy Shoemaker 1 Independent Dr. Ste. 114 Jacksonville, FL 32202-5019 | 14791 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Riverside Towne Center No. 1 Watt Store No. 426 Thomas J. Leanse Esq. c/o Katten Muchin Rosenman LLP 2029 Century Park East 26th Fl. Los Angeles, CA 90067 | 9511 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Sangertown Square LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC308 Maltbie St Ste 200 Syracuse, NY 13204-1498 | 12212 | Exhibit C Reduction of Certain Partially Invalid Claims |
| THF Harrisonburg Crossing LLC 2127 Innerbelt Business Center Dr Ste 200 St Louis, MO 63114 | 12398 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Thoroughbred Village Augustus C Epps Jr EsqChristian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219 | 13911 | Exhibit C Reduction of Certain Partially Invalid Claims |
| TSA Stores Inc. Attn: General Counsel 1050 W. Hampden Ave. Englewood, CO 80110 | 6586 | Exhibit C Reduction of Certain Partially Invalid Claims |
| TSA Stores Inc. Attn: General Counsel 1050 W. Hampden Ave. Englewood, CO 80110 | 13867 | Exhibit C Reduction of Certain Partially Invalid Claims |
| Valley Corners Shopping Center LLC Amy Pritchard Williams, Esq. K&L Gates LLP Hearst Tower, 47th Fl. 214 N Tyron St. Charlotte, NC 28202 | 12526 | Exhibit C Reduction of Certain Partially Invalid Claims |
| WEC 99A 2 LLC c o Katharine BattaiaThompson and Knight LLP 1722 Routh St Ste 1500 Dallas, TX 75201 | 14057 | Exhibit C Reduction of Certain Partially Invalid Claims |
| WRI Overton Plaza LP Attn: James Ss Carr & Robert Ls LeHane Kelley Drye & Warren LLP 101 Park Ave. New York, NY 10178 | 13985 | Exhibit C Reduction of Certain Partially Invalid Claims |

| Claim Holder | Claim | Exhibit |
|---|-------|---|
| WRI Overton Plaza LP Attn: Jenny J. Hyun, Esq. c/o Weingarten Realty Investors 2600 Citadel Plz. Dr., Ste. 125 Houston, TX 77008 | 12737 | Exhibit C Reduction of Certain Partially Invalid Claims |
| WTM Glimcher LLC Sharisse Cumberbarch Esq. Glimcher Properties Limited Partnership 180 E. Broad St. 21st Fl. Columbus, OH 43215 | 9902 | Exhibit C Reduction of Certain Partially Invalid Claims |
| WTM Glimmcher LLC Sharisse Cumberbatch Esq. Glimcher Properties Limited Partnership 180 E. Broad St. 21st Fl. Columbus, OH 43215 | 9966 | Exhibit C Reduction of Certain Partially Invalid Claims |